

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., et al.,<sup>2</sup> ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )  
Debtors. ) **Objection Deadline:** April 19, 2007,  
 at 4:00 p.m. (prevailing eastern time)

**FEE DETAIL FOR LATHAM & WATKINS LLP'S MONTHLY  
SPECIAL TAX COUNSEL FEE APPLICATION  
FOR THE PERIOD JANUARY 1, 2007 THROUGH JANUARY 31, 2007**

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<sup>2</sup> The debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester new Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Hornco International, Inc., Koontenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

555 Eleventh Street, N.W., Suite 1000  
 Washington, D.C. 20004-1304  
 Tel: (202) 637-2200 Fax: (202) 637-2201  
 www.lw.com

# LATHAM & WATKINS LLP

## INVOICE

January 31, 2007

W.R. GRACE & CO.  
 5400 BROKEN SOUND BLVD. NW  
 BOCA RATON, FL 33487

Tax Identification No: 95-2018373

Please remit payment to:  
 Latham & Watkins LLP  
 P.O. Box 7247-8202  
 Philadelphia, PA 19170

For questions call:  
 Edith Parker at (202) 350-5039

Please identify your check with the following number:  
 Invoice No. 70302075  
 File No. 042362-0000

For professional services rendered through January 31, 2007  
 re: **FEDERAL TAX GENERAL PLANNING**

<u>Date</u>	<u>Attorney/ Paralegal</u>	<u>Hours</u>	<u>Description</u>
01/18/07	NJD	2.20	MEETING AT GRACE HQ TO DISCUSS MULTIPLE TAX PLANNING ISSUES AND STRATEGIES
01/19/07	NJD	.40	REVIEW OF INTERCOMPANY DIVIDEND ISSUE VIA A NOTE
01/23/07	DSR	.40	TELEPHONE CONFERENCE WITH N. DENOVO; ANALYSIS REGARDING TAX ISSUE
01/31/07	JMK	.40	REVIEW FILES REGARDING DEBT-EQUITY OPINION PRECEDENT AND RELATED REPRESENTATION LETTERS; DRAFT EMAIL TO N. DENOVO REGARDING SAME

### Attorney Hours:

N J DENOVO	(PARTNER, SR.)	2.60 hrs @	\$775.00 /hr.	2,015.00
D S RAAB	(PARTNER)	0.40 hrs @	\$895.00 /hr.	358.00
J M KRONSNABLE	(PARTNER)	0.40 hrs @	\$695.00 /hr.	278.00

### Paralegal Hours:

Total Services	3.4 hrs	\$2,651.00
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### Other charges:

.00

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
 FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY # 70302075

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Total other charges	<u>.00</u>
Total current charges	<u>2,651.00</u>
BALANCE DUE	<u>\$2,651.00</u>

BALANCE DUE AND PAYABLE TO REMITTANCE ADDRESS UPON RECEIPT.  
FOR PROPER CREDIT, PLEASE RETURN COPY OF INVOICE WITH YOUR CHECK IDENTIFIED BY #70302075